

WRITTEN CONSENT OF THE MANAGING MEMBER OF  
RM BAKERY LLC  
JUNE 15, 2020

BKD Group LLC, a Delaware limited liability company (“BKD”), being the sole managing member of RM Bakery LLC, a Delaware limited liability company (“RMB”), through its Authorized Signatory, Mark Rimer, hereby adopts the following resolutions and duly authorizes the taking of the actions described therein.

WHEREAS, RMB has lost considerable business due to the coronavirus pandemic;

WHEREAS, RMB faces replevin by its primary lender, Pacific Western Bank (“Pac West”), which replevin would destroy value for all the constituencies of this company, including, without limitation, Pac West, all other secured lenders, unsecured creditors, employees, suppliers, and equity owners;

WHEREAS, there are several lawsuits pending against the company, many of which have no merit;

WHEREAS, BKD has a good faith belief that the company can successfully reorganize and provide greater value to all constituencies through a Chapter 11 reorganization proceeding than by any other action;

WHEREAS, BKD as the managing member has reviewed and considered materials presented by legal and financial advisors of RMB and its regarding the liabilities and liquidity situation of RMB, the strategic alternatives available to it, and the impact of the foregoing, as well as the impact of the proposed filing on the business of RMB;

WHEREAS, BKD as the managing member has received advice from the legal and financial advisors of BKD and RMB regarding the possible need to wind up, liquidate or to restructure its debt, and has fully considered each of the strategic alternatives available to RMB, and the impact of the foregoing on the business, the assets and the stakeholders of RMB;

WHEREAS, the BKD as the managing member, based on advice from legal and financial advisors, has determined that in order to preserve the assets of RMB it is in the best interests of

RMB and all of its stakeholders for RMB to file a petition under chapter 11, title 11, of the United States Code;

WHEREAS, the BKD as the managing member has further reviewed and considered the recommendations of the legal and financial advisors to RMB regarding the relief that would be necessary and advisable to obtain from a Bankruptcy Court to allow RMB to effectively transition into a chapter 11 under title 11 of the United States Code (collectively, the “First Day Relief”);

WHEREAS, BKD as the managing member has determined in a proper exercise of its business judgment that it is fair, appropriate, advisable, necessary, and in the best interests of RMB, its secured and unsecured creditors, equity holder, employees, and other stakeholders that RMB file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) and seek the First Day Relief;

WHEREFORE, BKD as the sole managing member desires to hereby approve the following resolutions:

RESOLVED, it is desirable and in the best interests of RMB, its secured and unsecured creditors, equity holder, employees, and other stakeholders, that RMB (i) file or cause to be filed a voluntary petition for relief pursuant to the provisions of chapter 11 of the Bankruptcy Code, and (ii) seek the First Day Relief;

RESOLVED, that Mark Rimer (“Rimer”), as an authorized signatory or in any other capacity (the “Authorized Party”), acting alone, be, and hereby is, authorized and empowered to execute and file on behalf of RMB all petitions, schedules, lists and other motions, papers or documents which he deems to be necessary or advisable, and to take any and all actions that he deems necessary or proper to obtain relief pursuant to chapter 11 of the Bankruptcy Code and to obtain the First Day Relief;

RESOLVED that the Authorized Party be, and hereby is, authorized and directed to continue to have Rimer serve as an Authorized Signatory for the sole managing member and to take any actions which he deems necessary or advisable in connection with any case commenced by RMB under the Bankruptcy Code, and all related matters, including, without limitation, appointing additional Authorized Signatories as he sees fit without further resolution, and any such prior

actions taken by Rimer or any other party in furtherance of the resolutions herein are hereby ratified in their entirety;

RESOLVED, that the Authorized Party be, and hereby is, authorized and directed in the name and on behalf of RMB to employ the law firm of Mayerson & Hartheimer, PLLC (“M & H”), as general bankruptcy counsel to represent and assist RMB in carrying out its duties under the Bankruptcy Code upon such terms and conditions as the Authorized Party may deem appropriate, and any prior actions in connection with the employment of Mayerson & Hartheimer, PLLC, are hereby ratified in their entirety;

RESOLVED, that the Authorized Party be, and hereby is, authorized and directed in the name and on behalf of RMB to employ the financial advisory firm of Vernon Consulting Inc. (“Vernon”) as its financial advisory firm to represent and assist RMB in carrying out its financial duties under the Bankruptcy Code upon such terms and conditions as the Authorized Party may deem appropriate, and any prior actions in connection with the employment of Vernon are hereby ratified in their entirety;

RESOLVED, that the Authorized Party be, and hereby is, authorized and directed in the name and on behalf of RMB to employ the noticing and claims agent firm of Epiq Corporate Restructuring LLC (“Epiq”) to serve as its agent for claims, noticing and solicitation upon such terms and conditions as the Authorized Party may deem appropriate, and any prior actions in connection with the employment of Epiq are hereby ratified in their entirety;

RESOLVED, that the Authorized Party be, and hereby is, authorized and directed in the name and on behalf of RMB to employ any other professionals to assist RMB in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the rights, duties and obligations of RMB, upon such terms and such conditions as the Authorized Party may deem appropriate;

RESOLVED, that the Authorized Party is hereby authorized and directed in the name and on behalf of RMB to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed all appropriate applications for authority to retain the services of the foregoing professionals as necessary or appropriate;

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officer, each and every member of senior management of RMB, as well as each and every member of senior management of BKD as the sole managing member, whether now existing or subsequently appointed, and their designees, shall be, and each of them, acting alone, hereby is, authorized, directed, and empowered in the name of and on behalf of RMB to take or cause to be taken any and all such further actions, to execute and deliver any and all agreements, certificates, instruments, and other documents, and to pay all expenses, including filing fees, in each case as in such officer’s judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

RESOLVED, that the Authorized Party is hereby authorized and directed to open a debtor-in-possession bank account or accounts in the name of RMB at such bank as he deems appropriate and with such signatories as he deems appropriate, and to transfer all funds currently in bank accounts of RMB to the debtor-in-possession bank account (s);

RESOLVED that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of RMB, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were adopted, are hereby in all respects approved and ratified in their entirety; and

RESOLVED, that any member of senior management of RMB or BKD may certify a copy of these Resolutions as being in full force and effect until they are withdrawn in writing by the Authorized Party, and a copy of these Resolutions shall be filed in the records of RMB.

IN WITNESS WHEREOF, the undersigned authorized signatory for BKD Group LLC, the sole managing member of RM Bakery LLC, has executed this written resolution, effective as of the date first appearing above.

By: s//Mark Rimer

Mark Rimer,

As the authorized signatory of

BKD Group LLC,

the sole managing member of

RM BAKERY LLC

I, Mark Rimer, an authorized signatory of BKD Group LLC, the sole managing member of RM Bakery LLC, hereby certify under penalty of perjury that the foregoing resolution was duly adopted and remains in full force and effect without any new amendments or substitutions as of this 15th day of October, 2020.

s//Mark Rimer

Mark Rimer